

SUTL ENTERPRISE LIMITED
Incorporated in the Republic of Singapore
(Company Registration No. 199307251M)

**ALTERNATIVE ARRANGEMENTS FOR
ANNUAL GENERAL MEETING TO BE HELD ON 27 APRIL 2022**

1. INTRODUCTION

- 1.1. The board of directors (“**Board**”) of SUTL Enterprise Limited (the “**Company**”) refers to:
- (i) the notice of Annual General Meeting issued on 5 April 2022 (the “**Notice of AGM**”) in relation to the Twenty-Eighth Annual General Meeting (“**AGM**”) of the Company to be held on 27 April 2022 at 3.00 p.m., which is published on the Company’s website at <https://www.sutlenterprise.com> and the SGXNET;
 - (ii) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Order**”), which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies;
 - (iii) the Joint Statement by Accounting and Corporate Regulatory Authority (“**ACRA**”), Monetary Authority of Singapore (“**MAS**”) and Singapore Exchange Regulation (“**SGX RegCo**”) dated 13 April 2020, subsequently updated on 27 April 2020, 22 June 2020, 1 October 2020 and 4 February 2022, which provides guidance on the conduct of general meetings amid the evolving COVID-19 situation during the period when elevated safe distancing measures are in place; and
 - (iv) the Regulator’s Column by the SGX RegCo dated 16 December 2021, which provides additional guidance on the conduct of general meetings via electronic means amid the COVID-19 situation.

1. DATE, TIME AND CONDUCT OF AGM

- 1.1. The AGM of the Company will be held by electronic means on **27 April 2022 at 3.00 p.m. (Singapore time)**.
- 1.2. Due to the current COVID-19 situation and the Company’s efforts to minimise physical interactions and COVID-19 transmission risk, the Company will be adopting the alternative arrangements in respect of general meetings of companies set out in the Order in respect of the AGM.

2. DOCUMENTS FOR THE AGM

- 2.1. Documents relating to the business of the AGM, which comprise the Company’s annual report for the financial year ended 31 December 2021, Notice of AGM, the addendum to shareholders of the Company (“**Shareholders**”) dated 5 April 2022 (being an addendum to the Notice of AGM), and proxy form will be sent to Shareholders solely by electronic means via publication on SGXNET and the Company’s website at <https://www.sutlenterprise.com>. Printed copies of these documents will NOT be despatched to Shareholders.

3. NO PHYSICAL ATTENDANCE AT THE AGM

- 3.1. Shareholders will **NOT** be able to attend the AGM physically. Any Shareholder seeking to attend the AGM physically will be turned away.

4. ALTERNATIVE ARRANGEMENTS FOR PARTICIPATION AT THE AGM

- 4.1. Shareholders may participate at the AGM by:

- (i) observing and/or listening to the AGM proceedings via “live” audio-and-visual webcast (“**Live Webcast**”) via their mobile phones, tablets or computers or “live” audio-only stream (“**Live Audio Stream**”) via telephone;
- (ii) submitting questions in advance of the AGM; and/or
- (iii) appointing the Chairman of the AGM (“**Chairman**”) as proxy to vote on their behalf at the AGM.

- 4.2. For persons who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967) (“**Investors**”):

- (i) Investors holding shares through the Central Provident Fund (“**CPF**”) or Supplementary Retirement Scheme (“**SRS**”) (“**CPF/SRS investors**”) who wish to participate in the AGM by: (a) observing and/or listening to the AGM proceedings via Live Webcast or Live Audio Stream; and (b) submitting questions in advance of the AGM, should follow the steps for registration and submission of questions set out in Sections 5 and 6 respectively. **However, CPF/SRS investors who wish to appoint the Chairman as proxy to vote on their behalf at the AGM should approach his/her CPF Agent Bank or SRS Operator by 5.00 p.m. on 14 April 2022, being not less than 7 working days before the date of the AGM to submit his/her voting instructions.**
- (ii) Investors (other than CPF/SRS investors) who wish to participate in the AGM by: (a) observing and/or listening to the AGM proceedings via Live Webcast or Live Audio Stream; (b) submitting questions in advance of the AGM; and/or (c) appointing the Chairman as proxy to vote on their behalf at the AGM, **should contact the relevant intermediary through which he/she holds such shares as soon as possible in order for the necessary arrangements to be made for his/her participation in the AGM.**

5. REGISTRATION PROCESS FOR LIVE WEBCAST OR LIVE AUDIO STREAM

- 5.1. Shareholders, including CPF/SRS investors, who wish to participate at the AGM by observing and/or listening to the AGM proceedings through the Live Webcast (via their smart phones, tablets or laptops/computers) or the Live Audio Stream (via telephone) must register for an account online at <https://www.sutlenterprise.com/agm-registration/> (the “**Registration Link**”) from 7 April 2022 at 3.00 p.m. till 24 April 2022 at 3.00 p.m. (“**Registration Deadline**”) to enable the Company to verify the Shareholder’s status.

- 5.2. Following the verification, authenticated Shareholders will receive an email (“**Confirmation Email**”) containing a unique link and a password to access the Live Webcast as well as a dial-in number, a webinar ID and a password to access the Live Audio Stream of the AGM proceedings, using the account created.

- 5.3. Shareholders must not forward the Confirmation Email to other persons who are not Shareholders and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live Webcast or Live Audio Stream.
- 5.4. Shareholders who register by the Registration Deadline but do not receive the Confirmation Email by 3.00 p.m. on 26 April 2022 may contact the Company by email at investor_relations@sutl.com.sg for assistance.

6. SUBMISSION OF QUESTIONS

- 6.1. **Shareholders will not be able to raise any matters or questions “live” during the AGM, and therefore Shareholders should submit matters and questions relating to the business of the AGM in advance of the AGM.**
- 6.2. Shareholders, including CPF/SRS investors, may submit matters and questions relating to the business of the AGM by 3:00 p.m. on 13 April 2022:
- (i) via the Registration Link from 7 April 2022 at 3.00 p.m.;
 - (ii) by email to investor_relations@sutl.com.sg; or
 - (iii) by post to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623.

The Company will respond to substantial and relevant questions which are received in the manner and by the date and time set out above, and the Company will publish its response on SGXNET and the Company’s website at <https://www.sutlenterprise.com> by 7.00p.m. on 21 April 2022 (which is not less than 72 hours prior to the closing date and time for the submission of the proxy forms).

- 6.3. **In view of the current COVID-19 situation, Shareholders are strongly encouraged to submit their questions via the Registration Link or by email.**
- 6.4. The Company will answer substantial and relevant questions received in the manner set out above (“Response”) via publication on SGXNET and the Company’s website at <https://www.sutlenterprise.com> by 7.00 p.m. on 21 April 2022 (being 72 hours prior to the closing date and time for the submission of the proxy forms).
- 6.5. The Response, together with the minutes of the AGM, will thereafter be published on SGXNET and the Company’s website at <https://www.sutlenterprise.com>, within one month after the date of the AGM.

7. SUBMISSION OF PROXY FORMS TO VOTE

- 7.1. **A Shareholder will also not be able to vote “live” on the resolutions to be tabled for approval at the AGM. Instead, a Shareholder (whether individual or corporate) must appoint the Chairman as his/its proxy to vote on his/its behalf at the AGM if such Shareholder wishes to exercise his/its voting rights at the AGM.**
- 7.2. The instrument for the appointment of proxy may be accessed at the Company’s website at <https://www.sutlenterprise.com> or the SGXNET.

7.3. Where a Shareholder (whether individual or corporate) appoints the Chairman as his/its proxy, he/it must give specific instructions in the relevant proxy form as to voting, or abstentions from voting, in respect of a resolution, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid.

7.4. The proxy form must be submitted to the Company in the following manner:

- (i) if submitted by post, be deposited at the registered office of the Company at #05-00, 100J Pasir Panjang Road, SUTL House, Singapore 118525; or
- (ii) if submitted through electronic means, be submitted via an email enclosing a signed PDF copy of the proxy form to the Company at investor_relations@sutl.com.sg,

in either case, by no later than 3:00 p.m. on 25 April 2022 (being at least forty-eight (48) hours before the time fixed for holding the AGM) and in default the proxy form for the AGM shall not be treated as valid.

7.5. A Shareholder who wishes to submit a proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

7.6. **In view of the current COVID-19 situation, Shareholders are strongly encouraged to submit completed proxy forms electronically via email.**

7.7. The instrument appointing the Chairman as proxy must be signed by the appointor or his/her duly authorised attorney. Where the instrument appointing the Chairman as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.

7.8. The proxy form is not valid for use by Investors (including CPF/SRS investors) and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/its relevant intermediary as soon as possible to specify his/its voting instructions. A CPF/SRS investor who wishes to vote should approach his/her CPF Agent Bank or SRS Operator by 5.00 p.m. on 14 April 2022, being not less than 7 working days before the date of the AGM to submit his/her voting instructions.

8. KEY DATES / DEADLINES

8.1. The key dates / deadlines which Shareholders should take note of are summarized in the table below:

Key dates	Actions
13 April 2022 at 3.00 p.m. (Wednesday)	Deadline for Shareholders, including CPF/SRS investors, to submit questions in advance.
14 April 2022 at 5.00 p.m. (Thursday)	Deadline for CPF/SRS investors who wish to appoint the Chairman as proxy to approach their respective CPF Agent Banks/SRS Operators to submit their votes.
24 April 2022 at 3.00 p.m. (Sunday)	Deadline for Shareholders, including CPF/SRS investors, to register at the Registration Link: https://www.sutlenterprise.com/agm-registration/ for the Live Webcast or Live Audio Stream of the AGM proceedings.

21 April 2022 at 7.00p.m. (Thursday)	The Company will publish its response to substantial and relevant questions on SGXNET and the Company's website at https://www.sutlenterprise.com .
25 April 2022 at 3.00 p.m. (Monday)	Deadline for Shareholders to submit proxy forms.
26 April 2022 at 3.00 p.m. (Tuesday)	<p>Authenticated Shareholders who registered for the Live Webcast or Live Audio Stream will receive the Confirmation Email containing a unique link and a password to access the Live Webcast as well as a dial-in number, a webinar ID and a password to access the Live Audio Stream of the AGM proceedings.</p> <p>Shareholders who register by the Registration Deadline but do not receive the Confirmation Email by 3:00 p.m. on 26 April 2022 should contact the Company by email at investor_relations@sutl.com.sg for assistance.</p>
Date and time of AGM 27 April 2022 at 3.00 p.m. (Wednesday)	<ul style="list-style-type: none"> • Click on the unique link in the Confirmation Email and enter the password to access the Live Webcast; or • Call the dial-in number, and enter the webinar ID and password in the Confirmation Email to access the Live Audio Stream.

9. OTHERS

- 9.1. Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change its arrangements for the AGM at short notice. Shareholders should check SGXNET and the Company's website for the latest updates.

The Company would like to thank all Shareholders for their patience and co-operation in respect of the holding of the AGM by electronic means and the adoption of the alternative arrangements in respect of the holding of the AGM amidst the current COVID-19 situation.

BY ORDER OF THE BOARD

TAY TENG GUAN ARTHUR
Executive Director and Chief Executive Officer
5 April 2022